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THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

FULLEON LIMITED



1. The name of the company is "Fulleon Limited".
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:-
 - (a)
 - (1) To carry on the business of consultants in and to provide and implement the full range of services in the field of research, pre-operational testing, post-operational evaluation; planners; site engineers, chartered engineers, engineers, architects and general designers, draughtsmen, tracers and engravers; and as lithographers, blue print makers, illustrators, printers, map mounters and surveyors.
 - (2) To carry on business as management, financial, technical, industrial and engineering consultants, business analysts and to undertake technical writing and the management or re-organisation of any business; to act as advisers to any individual, firm, organisation, company, corporation, public body, government department, agency or other authority in connection with all aspects of management, organisation and method, personal selection, control stock taking, planning, advertising, public relation, marketing and statistics; to act as secretary, registrar, receiver and treasurer for any company, corporation or body; to provide technical assistance in connection with any trade or business; to provide data processing, computer, costing and accounting services and generally act as consultants and advisers.
 - (b) To carry on any other business of a similar nature, or any business which may in the opinion of the Directors be conveniently carried on by this Company;

* The name of the Company was changed from Fulleon Limited to Fulleon Synchrobell Limited with effect from 1 April 1994 and to Fulleon Limited with effect from 27 February 1998

- (c) (c) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business;
- (d) To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company
- (e) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company;
- (f) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes which may be useful for the Company's objects, and to grant licences to use the same;
- (g) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects;
- (h) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine;
- (i) To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments;
- (j) To borrow, raise money or secure obligations (whether of the Company or any other person) by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit;
- (k) To receive money on deposit, with or without allowance of interest thereon;
- (l) To advance and lend money upon such security as may be thought proper, or without taking any security therefor;
- (m) To invest the monies of the Company not immediately required in such manner, other than in the shares of this Company as from time to time may be determined;
- (n) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company;

- (o) To establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;
- (p) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the locality of its operations or otherwise;
- (q) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other company, or any partnership or person, carrying on business within the objects of this Company;
- (r) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
- (s) To sell, dispose of, or transfer the business, property and undertakings of the Company, or part thereof, for any consideration which the Company may see fit to accept;
- (t) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and, particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company;
- (u) To do all or any of the matters hereby authorised (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
- (v) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them;
- (w) It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause;
- (x) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium and of any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section

736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

4. The liability of the members is limited.
5. The Share Capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe*.

* By Ordinary Resolutions passed on 18 April 1983, 22 November 1985 and 15 February 1988 respectively, the Company's share capital was increased by £3,900 to £4,000, by £16,000 to £20,000 and by a further £20,000 to £40,000 divided into 40,000 ordinary shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p>John Patrick O'Donnell 42 Arran Road Catford London SE6</p> <p>Company Director</p>	<p>One</p>
<p>Danuta O'Donnell 42 Arran Road Catford London SE6</p> <p>Company Director</p>	<p>One</p>

Dated this 1st day of September, 1977

Witness to the above signatures:-

Patrick Joseph O'Donnell
189 Firhill Road
Catford
London SE6

Company Director